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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

SKADDEN, ARPS, SLATE,
MEAGHER & FLOM

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In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
-----X

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF TEXAS)
) ss:
COUNTY OF TRAVIS)

CHRISTOPHER B. BRADFORD, being duly sworn, deposes and says:

1. I am a shareholder of Clark, Thomas & Winters, A Professional Corporation ("CTW"), which firm maintains offices at 300 West 6th Street, Suite 1500, Austin, Texas 78701.

2. Neither I, CTW, nor any attorney or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. CTW has represented and advised the Debtors in the following litigation matters:

Case No. 05CC-003769 D CV; *Thomas E. Adams v. General Motors Corporation, et al.*, in Division 12 of the Circuit Court of St. Louis County, Missouri;

Cause No. 03-08-16,738-CV; *James Denson Bishop, Sr., et al. v. General Motors Corporation, et al.*, in the 82nd Judicial District Court of Robertson County, Texas;

Civil Action No. 2:04-CV-332-TJW; *Jon C. Cox v. General Motors Corporation, et al.*, in the United States District Court for the Eastern District of Texas – Marshall Division;

Civil Action No. SA-05-CA-0171-RF; *Edward A. Gillette, et al. v. General Motors Corporation, et al.*, in the United States District Court for the Western District of Texas – San Antonio Division;

Case No. 05CC-002154 A CV; *Michael Gutjahr v. General Motors Corporation, et al.*, in Division 12 of the Circuit Court of St. Louis County, Missouri;

Civil No. 6:05-CV-00039; *Lillie Smolik, et al. v. General Motors Corporation, et al.*, in the United States District Court for the Southern District of Texas – Victoria Division.

4. The Debtors have requested, and CTW has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and CTW proposes, to render the identical services to the Debtors in connection with future cases involving similar subject matters that may be referred by the Debtors.

5. CTW's current fee arrangement is:

The Clark, Thomas & Winters team members who have been approved for this matter and their billing rates are: Gary Davis at \$245.00 an hour; Chris Bradford at \$200.00 an hour; and Erica Woosley (Legal Assistant) at \$75.00 an hour. Travel during business hours (9-5) will be billed at one half the agreed upon rate. Delphi will not pay for travel outside business hours.

6. Except as set forth herein, no promises have been received by CTW or any attorney or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

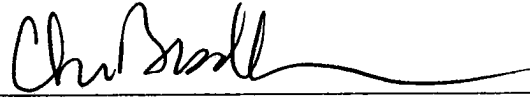
7. CTW has no agreement with any entity to share with such entity any compensation received by CTW.

8. CTW and its attorneys and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. CTW does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, CTW, nor any attorney or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which CTW is to be engaged.

10. The foregoing constitutes the statement of CTW pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER, AFFIANT SAYETH NOT.

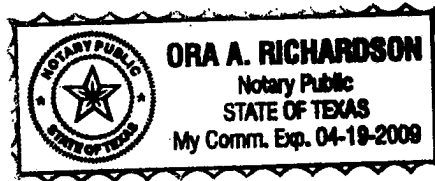


CHRISTOPHER B. BRADFORD

Subscribed and sworn before me
this 15th day of December, 2005.



Notary Public



**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:)	Chapter 11
)	
DELPHI CORPORATION, et al.,)	Case No. 05-44481 (RDD)
)	
)	(Jointly Administered)
Debtors.)	
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CERTIFICATE OF SERVICE

By my signature below I, Will Guerrant, hereby certify that on the 16th day of December, 2005, I served by first class mail a copy of the Affidavit filed in the above case, to the following persons:

Debtors:

Delphi Corporation
Attn: General Counsel
5725 Delphi Drive
Troy, Michigan 48098

Counsel to Debtors:

Skadden, Arps, Slate, Meagher & Flom
Attn: John Wm. Butler, Jr., Esq.
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606

Office of the United States Trustee:

United States Trustee
Attn: Alicia M. Leonhard, Esq.
33 Whitehall Street
Suite 2100
New York, New York 10044

Counsel to the Creditors' Committee:

Latham & Watkins
Attn: Mark A. Broude, Esq.
885 Third Avenue
New York, New York 10022

**Counsel for the Agent under the Debtors'
Prepetition Credit Facility:**

Simpson Thacher & Bartlett, LLP
Attn: Marissa Wesley, Esq.
425 Lexington Avenue
New York, New York 10017

**Counsel for the Agent under the Debtors'
Postpetition Credit Facility:**

Davis Polk & Wardell
Attn: Marlane Melican, Esq.
450 Lexington Avenue
New York, New York 10017

Respectfully submitted,

**Clark, Thomas & Winters,
A Professional Corporation**
300 W. Sixth Street, 15th Floor
Austin, Texas 78701
(512) 472-8800
(512) 474-1129 (Fax)

By: /s/ Will Guerrant
Will Guerrant
Texas State Bar No. 08581350
wbg@ctw.com